

ULTIMATE SPIDER-MAN®

VOL
4



MARVEL

LEGACY

©2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

Peter Parker has a secret:

He's different from
other kids his age.



Well...not *that* different.

He still gets picked on and put down, but his classmates can't walk on walls or lift 10 times their own body weight. They call him a spaz and a geek — but to the rest of the world, he's Spider-Man...an everyday teenager gifted with the incredible powers of a human arachnid!

Besides staving off the school bully, the fledgling web-slinger now must contend with the re-emergence of the Green Goblin. The last time these two tussled, Peter barely escaped with his life. Now, Norman makes him an offer he can't refuse!

Collecting *Ultimate Spider-Man* #22-27, by Eisner Award-winning writer **Brian Michael Bendis** (*Powers*, *Daredevil*) and acclaimed artist **Mark Bagley** (*Thunderbolts*, *Amazing Spider-Man*).



MARVEL

ULTIMATE SPIDER-MAN®

VOL
4



MARVEL

LEGACY

©2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

ULTIMATE

SPIDER-MAN®

ISSUE

22

REFLECTIONS OF...

BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

70 YEARS OF MARVEL COMICS

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM

70 YEARS
MARVEL
COMICS





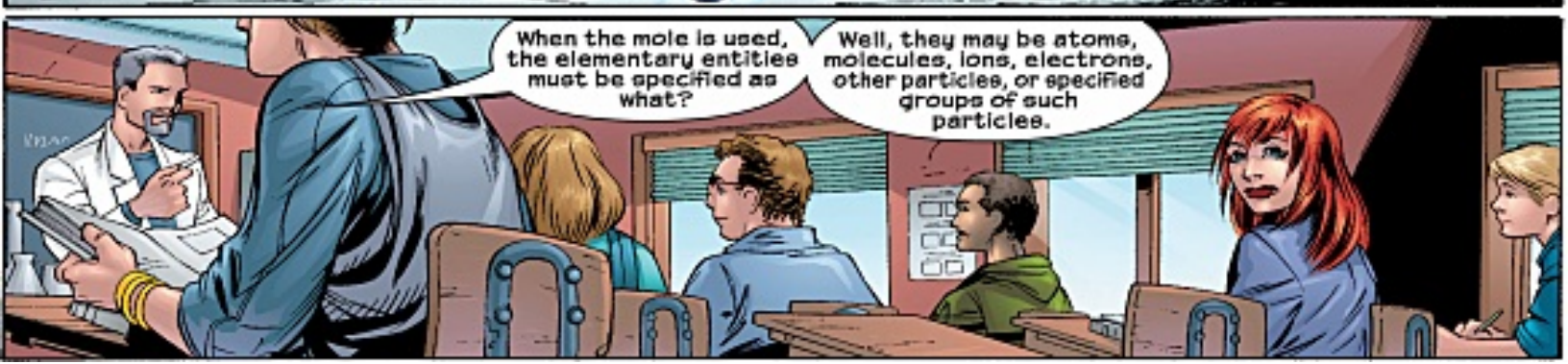








I'm
late for
class.





CARBON

The number of atoms in 12 g of carbon-12 is around 6.02×10^{23} atoms.

And this value, 6.02×10^{23} is also known as what?

Anyone?

EINSTEIN

Whoops!

CRASH

SMASH

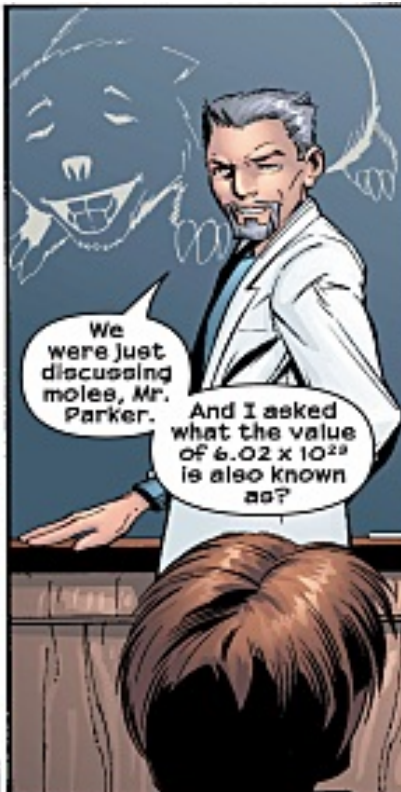
Sorry, sorry...

CARBON MOLE

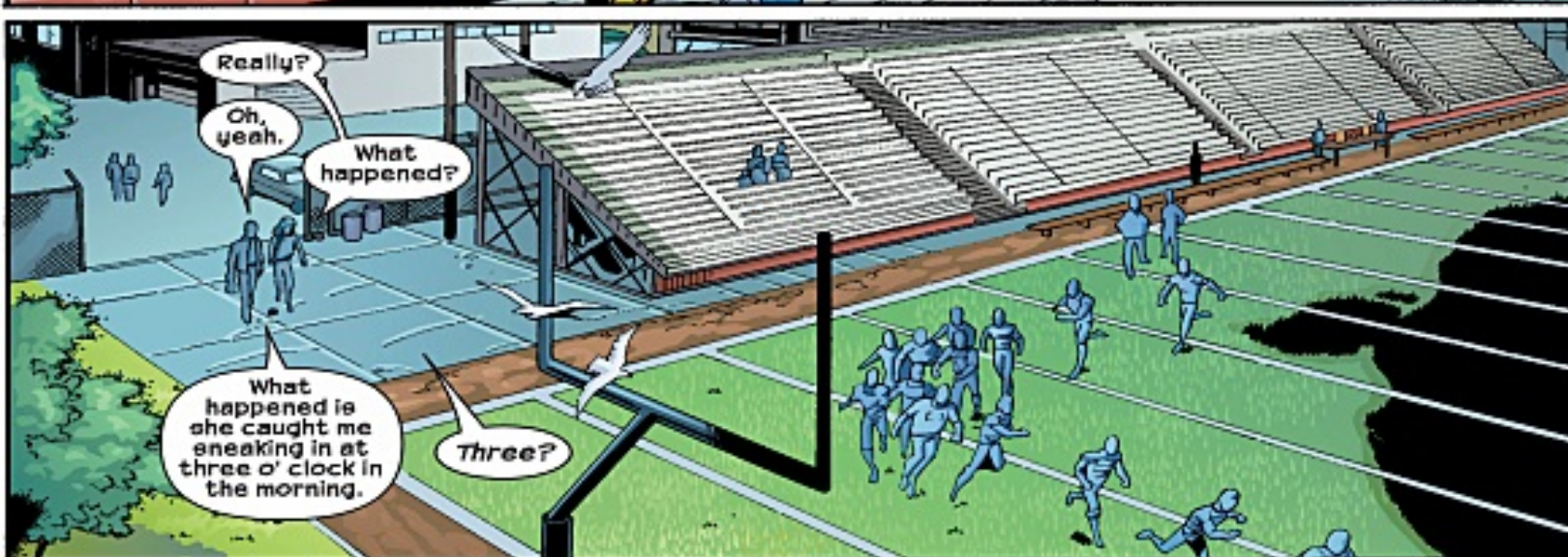
6.02×10^{23}

Would the esteemed Mr. Parker like to share with us what could possibly have caused his tardiness to this class that I worked so hard to prepare?

Sorry.



























Aaaagghh!!

I knew this would happen!

I knew it!



You don't just get powers like these--

Everything comes back to bite you.

Harry's Dad knows I'm Spider-Man. He knows!!

And I don't care what Harry thinks-- that goblin thing that trashed our school was his Dad.

I saw his face! I looked into his eyes-- that was him! It had to be! He said my name.



No, wait. Don't be a paranoid freak for two seconds.

Look at it the other way, say Harry is right.

And that goblin thing had nothing to do with anything other than just some random mutant crazy.



It's not like I haven't seen enough random crazy mutant stuff in my short life as Spider-Man.

And his Dad-- well, his Dad holds the answers to all my questions.

He knows I got my powers in an accident at Oscorp Labs and maybe he can help me with them. Right?

Maybe this is the beginning of a real turn-around for me.

The next chapter.



I'm kidding myself.

Aagghh!!
Stop it! Just
stop it!!

The guy is a worm. You read
everything about him and his
business-- his discoveries.
He's a skeev.

Even if he *didn't* turn himself
into a mutant goblin, he's a
piece of garbage.



And all of a sudden Harry
and him showing up right after I
help put Octavius away.

I mean the Monday after
Doc Ock makes his final
appearance-- oh! All of a
sudden-- there's Harry
and Norman Osborn.

A big, happy
family!!

Naah-- this is
crap. Big crap.

Thing is-- even if he turned
into the Pope-- Norman Osborn
has me by the good and plenties.

Which is, like, the
total *opposite* of
what they were last
time I saw them.

I am so
entirely
screwed.

I don't know *what*
Harry's Dad wants
from me, but I know
I don't want anything
from *him*.



I don't want to *hear* from
him-- I don't want to *talk*
to him. I don't want to
know from him.

I just want to go to school
and be Spider-Man when I want
and go to a good college.

Today-- I swear I
could have married
her today.

And Mary Jane.
God-- I'm so just
entirely crazy
about her.

Should I tell her
that? Because I
would-- I would
marry her.



Well, as much as I hate being grounded and not being able to hang out with her--

--At least it gives me an excuse to stay away from the Osbornes until I can get my head together--



Oh, and here he is now.



Hi, sweetie.

What's going on?

Did you see the limo outside? Harry's father sent it for you.

You didn't tell me they were back in town.

I- I just found out.







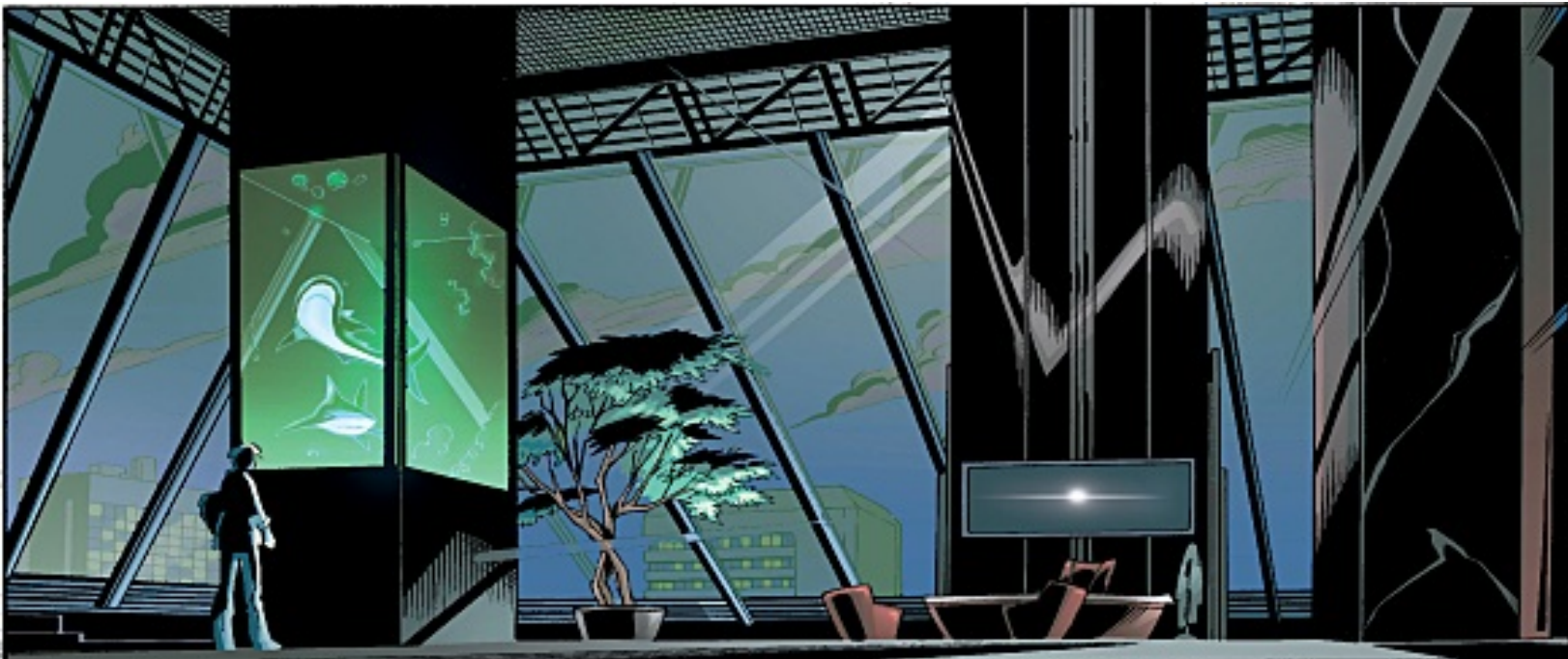














So?
Huh?

How do I
look?

Better
or worse than
the last time
you saw
me?



So, you got it out
of your system
I hope?

Got--
got what
out of my
system?



This Spider-
Man crap.

You're
done.



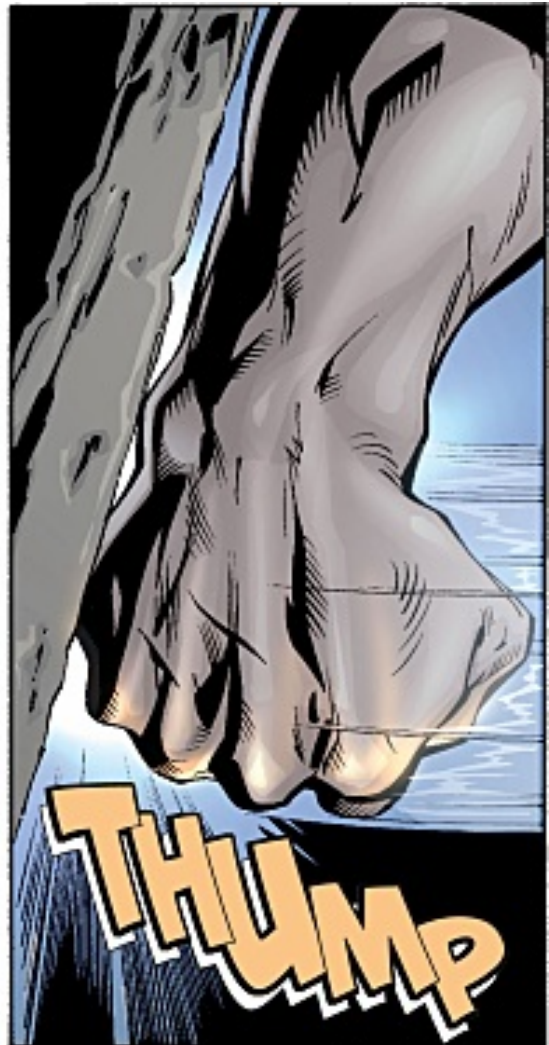
Wh-- what's
going on
here?

How
are you
alive?

What's--
what's going
on?









Now,
what was your
question?

*To Be
Continued...*

JAY LENO & SPIDER-MAN: ONE NIGHT ONLY!

(DON'T FORGET TO TIP YOUR WAITRESS)

PART ONE



JUST WANTED TO LET YOU KNOW I MAY NOT BE HOME FOR DINNER, AUNT MAY. MR. JAMESON SAID I MIGHT BE HERE LATE. YOU KNOW HOW HE IS. YES, I KNOW, HE'S ALWAYS BEEN NICE TO YOU BUT —

PARKER!

IF YOU WANT TO WORK THE PHONES, I'LL MOVE YOU DOWN TO THE SWITCHBOARD AND FIND A NEW PHOTOGRAPHER. THAT SOUND GOOD, CHATTY KATHY?

I'M LISTENING, JONAH.

GOTTA GO, AUNT MAY...

LOOK SHARP. I'VE GOT AN ASSIGNMENT FOR YOU.

PUT AWAY THE CAMERA, YOU WON'T NEED IT. G.M. IS A BIG ADVERTISER WITH US AND THEY'RE SHOOTING A COMMERCIAL DOWNTOWN TOMORROW WITH JAY LENO. WELL, DON'T ASK ME WHY BUT LENO WANTS TO DO IT WITH SPIDER-MAN.

ANYHOW, SINCE YOU'RE THE ONE WHO ALWAYS SEEMS TO BE ABLE TO FIND THAT WALL-CRAWLING WEASEL, I WANT YOU TO MAKE SURE HE SHOWS UP DOWN THERE AND DOES WHATEVER THEY WANT HIM TO DO.

UH...GEE...THAT'S A TALL ORDER. I MEAN, SPIDER-MAN IS USUALLY PRETTY BUSY AND I DON'T THINK HE DOES ENDORSEMENTS...

WELL, SEE THAT HE DOES THIS ONE! I DON'T WANT LENO USING ME OR MY PAPER FOR HIS MONOLOGUE JOKES FROM NOW TILL CHRISTMAS!

C'MON, I CAN'T GUARANTEE...

HERE'S WHAT I CAN GUARANTEE: YOU GET SPIDER-MAN DOWN TO THAT SET TOMORROW OR I'LL HAVE YOU DELIVERING PAPERS IN QUEENS LIKE YOU DID WHEN YOU WERE TWELVE!

RON ZIMMERMAN WRITER
GREG CAPULLO PENCILS DANNY MIKI INKS
AYALON STUDIOS' DAN KEMP COLORS
RS & COMICRAFT'S WES ABBOTT LETTERS
JOHN MIESEGAES ASSISTANT EDITOR
AXEL ALONSO EDITOR JOE QUESADA CHIEF
BILL JEMAS PRESIDENT

ISSUE
23

RESPONSIBLE

ULTIMATE SPIDER-MAN®



BENDIS
BAGLEY
THIBERT

MARVEL



Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and the swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn was developing a wonder drug called Oz. Testing of the mystery drug created the genetically altered spider that accidentally created Spider-Man.

Peter was shocked to find that Harry Osborn is back in town and back in school-- and even more shocked to find out that Norman Osborn is alive and well. Harry invites a shocked and terrified Peter over for dinner at their new penthouse apartment in the city. Peter meets Norman Osborn for the first time since their terrifying battle months ago, but Peter doesn't know what he is going to see when Norman appears, as he was the Green Goblin the last time they met.

Norman looks like a normal human being, but he tells a shocked Peter that he is no longer "allowed" to be Spider-Man and that he now works for OsCorp. Peter stares in shock as Norman injects himself with the Oz drug, turning himself into a more mature mutation of the Green Goblin.



Stan Lee presents: ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

pencils Mark Bagley

Art Thibert **inks**

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

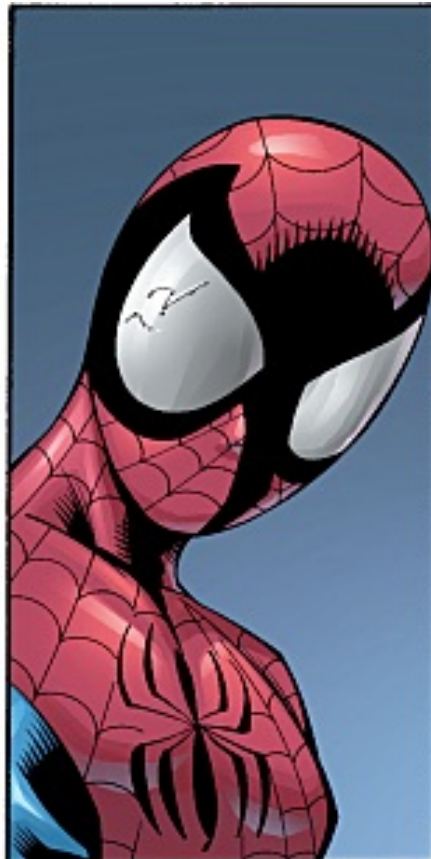
Brian Smith
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill James
president & inspiration





Twelve minutes ago...





Pad, it's here!!

Be right there, Harry!



Aw, poor Harry. Everyone around him has a little secret identity and he has no clue about any of it.

He doesn't know about the circles...



Poor kid, so much like his mom-- Living with her head in the sand.

So busy protecting her lifestyle that she never had a life.



Actually that's hardly a fair comparison.

Harry's mother used twelve-year-old scotch to delude herself into a haze...

...while Harry only needs the best hypnosis money can buy.



A little time out in the Colorado mountains with our good Doctor Warren and Harry gets to put all the confusing elements of his life away in a little box--

--put high on a shelf... to be all good and forgotten.



And I tell you, the boy's really turning around.

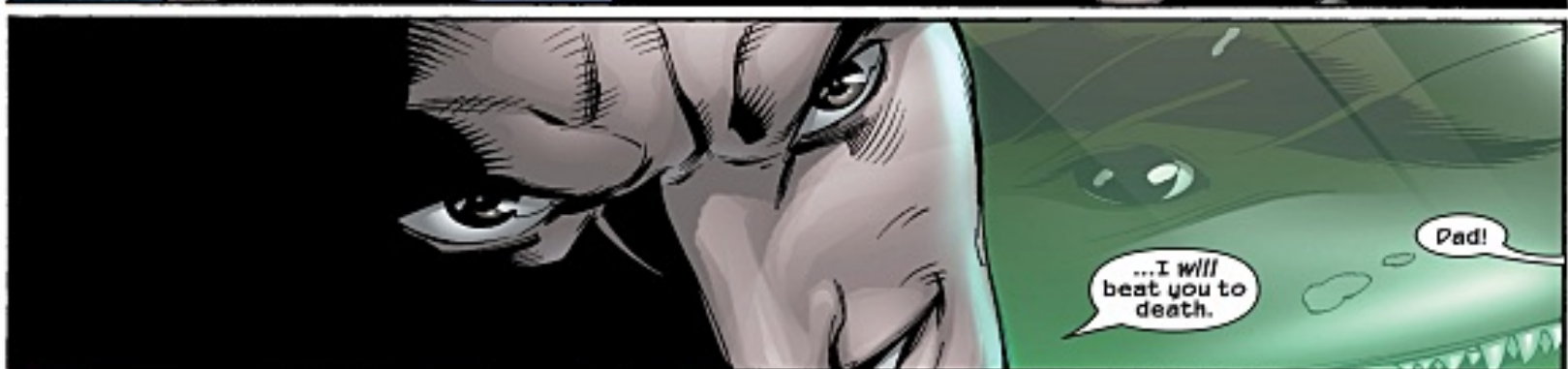
Best money I ever spent.

A couple of hypnotic suggestions to go along with the memory repression... and I'm finally getting a son I wouldn't mind taking out in public.

Excuse me...









But all that
changed last
November...

The day of the
accident that destroyed
one of OsCorp major facilities,
killing dozens of its employees
and maybe even Norman
Osborn himself.

The fate of
Norman Osborn
and his latest
invention became
a mystery as
well.

What was
Oz? And where
did it go?

Were the
reports of
Norman Osborn's
death true?

Without
answers, as
quickly as Osborn's
star skyrocketed,
it disappeared.

But was
Osborn's death
a fake? Or was
it all a cunning
disappearing
act?





The rumors went flying but no answer ever came...

And if so, why?

...Until tonight.

Tonight for the first time anywhere Norman Osborn, alive and well, speaks.

He has come out of hiding, out of self-made retirement, to speak about the fateful night that destroyed his life.

And about how he plans to rebuild his life and company again from the ground up.

Go, Norman, where have you been?

The explosion at our main facility was a devastating eye opener to me.

Not only had we lost the lives of some of the most dedicated and brilliant American scientific minds-- it endangered the life of my only son in the process.

Luckily we both escaped the explosion by the skin of our teeth.

Do you believe the explosion was sabotage?

I absolutely do.

I had gone into hiding to protect my son and myself-- hoping and waiting for the authorities to catch up to this vicious maniac.

I believe that my competition with Justin Hammer was somehow responsible for both the death of my wife and the sabotage at my plant.

And with Justin Hammer dead...?

Yes.

...You feel it's safe to come out of hiding?

I do.

Like any parent, I believe my boy deserves the best that life has to offer.

And I believe the world deserves my best effort in making this a better place to raise our children.

Gotta go...

And the reports are that Otto Octavius, Doctor Octopus, was somewhat responsible for Justin Hammer's death--

You saw what I saw.

He used to work for you.

Yes, but we have had no contact since the horrible accident that disfigured him so.

I have no idea what has happened to him-- but I assume that he came to the same conclusion that I did about Hammer's involvement in the destruction of our lives.

What's wrong, Peter?

Let him go, Harry.

But...

You'll see him tomorrow.









What's going on?

Oh man...

What?



Someone's here.

Where?

At my door.

Are you in the basement?

Yeah.



Who is it?

I think it's Harry.

At eleven o'clock at night?



Oh, man.



Hold on...













What?

The spiky thing on your jacket.

Ha! Sorry.

Looks like you're doing much better.

I'm freakin' exhausted! Are you kidding me?

After we left your place my Dad and I had a whole big talk and stuff.

I'll tell you about it later (if you care) but I just wanted to tell you that you rock and your aunt rocks.

It was good. But now I'm a zombie!

Not the word I would use, but I will tell her.

I'm serious, she's the best thing in this entire hole of a city.



Hold on to this one, M.J.

Solid gold.



Hey, have you seen Harry yet?

No.

Listen, I have to tell you...



Peter Parker, please report to classroom 222. Please report to classroom 222.

Thank you.



What now?

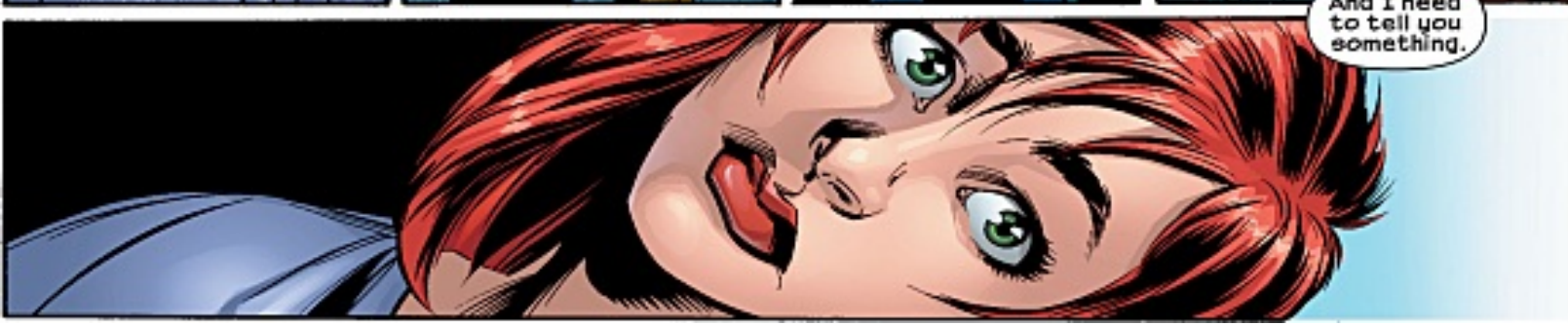
Uh-- can you just hold on for a second?

I'm going to miss my trig quiz!

Uh--

I'll see you after class. I'm not grounded anymore.

And I need to tell you something.





Hi, Peter.

My name is Dr. Bradley. We've met before.

Please-- please, sit down.



Oh wait-- You're that counselor lady, right?

Well, I-- I really don't have time to do this today. I have a trig quiz in ten minutes and--

This will only take a couple of minutes.

But I, really-- I'm fine. I'm not in need of any trauma counseling or--

Please sit...



So, I hear the Osborns have come back to New York City.

Yes.

Yes, yes, yes. But...

You went over their penthouse last night?



Did Norman Osborn reveal his new abilities to you?



Wait, what is this?



If you could just answer the questions, Peter.



What is this?



Did he threaten you? Did he tell you that he is aware that you are Spider-Man?





ULTIMATE

SPIDER-MAN

ISSUE

24

ULTIMATUM



BENDIS
BAGLEY
THIBERT

MARVEL



Calm down,
hotshot.

We have
important things
to talk about and
not much time to
do it in.

My name is
Nick Fury.

Have
you heard
of me?

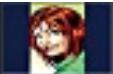




Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn was secretly developing a new wonder drug called Oz. Testing of this mystery drug genetically altered the spider that accidentally created Spider-Man.

Now Norman Osborn demonstrates to Peter how he can turn himself into the horrifying monster known as the Green Goblin with a simple injection of Oz. Norman tells a terrified Peter that if Peter doesn't abide by his every wish, he will hurt or kill Aunt May and Mary Jane. Peter runs away terrified.



S t a n L e e p r e s e n t s :

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

Brian Smith
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.



I asked you-- have you heard of me?

Y- yes.

Then you know that I run the largest world peace task force in the world.

S.H.I.E.L.D.

Uh... Yes...

Did you read the piece on me in this month's Time magazine?

No.



It's a cover story.



What are you doing in my high school?

How do you know who I am?



Peter, there's not much in this world I do not know.



How-do-you-know...?!

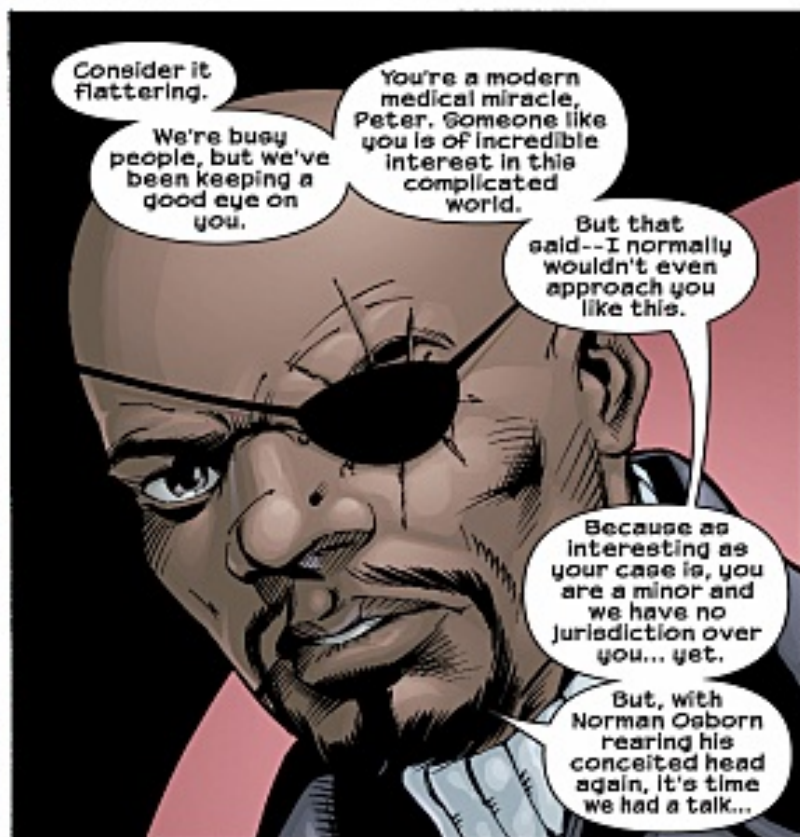


Agent Bradley, how do we know about Peter exactly?

Um, let's see, a bunch of ways.

The Osborn Industries security tape, Otto Octavius hypnosis transcripts, the Latverian assault at the U.N. ...

Oh, man...



Consider it flattering.

We're busy people, but we've been keeping a good eye on you.

You're a modern medical miracle, Peter. Someone like you is of incredible interest in this complicated world.

But that said--I normally wouldn't even approach you like this.

Because as interesting as your case is, you are a minor and we have no jurisdiction over you... yet.

But, with Norman rearing his conceited head again, it's time we had a talk...





Originally, the entire Oz project, the genetic project that accidentally created you and Norman's alter ego...

...was being created for us. For S.H.I.E.L.D.

We had, for many years, been taking open corporate bids on a "Super Soldier" serum.

Oscorp and a few other companies were competing for our attention.


Oscorp made a heckuva presentation, but, as it turned out, he was full of bull. All smoke and mirrors.

His formulas were a mess. He was rushing his processes and getting sloppy.

After two and a half years he had nothing to show for it.

He was, and is, pretty ticked off at me-- oh well.

So I, me, I cut the cord between S.H.I.E.L.D. and Oscorp.



Gee, now he had a whole lot to answer for. His company was built on a genetic house of cards and it was about to tip.

So to cover his heinie--he publicly declared that he had "accidentally" discovered some new "thing," some new "it" that was going to make the world stand up and cheer.

And the truth is that he might have been onto something with Oz, but he had nothing yet.

His announcement was about seven years premature. He was scrambling.

And you and your spider accident only tickled his backside more--

So close, yet so far.

He was arrogant. He panicked. Got cocky. And turned himself into a monster.

Flash forward to now-- he is angry at everyone but himself for what he has done to his home, his company, his mind.

Obviously he has riddled his once brilliant mind with multiple mainline exposures to his untested genetic concoction...

And, as our staff psychologists have projected, he is engaging himself, and you, and us, and me, in a vicious cycle of delusion, revenge and dominance.



So if you know this--arrest him.

Shoot him.

What do you want from me?



You're young and I know you'll have a hard time understanding the bigger picture here--

--but legally, Osborn is off-limits to us.

Yes, we know all about Norman Osborn, we know all about his Oz project, and we know what he has done to himself in an attempt to recreate the accident that created you...

But...



Wait...

...he did that to himself because he wanted to--?



Yes.



I didn't know that.



The American government isn't allowed to spy on Americans on American soil.

It's against the law.

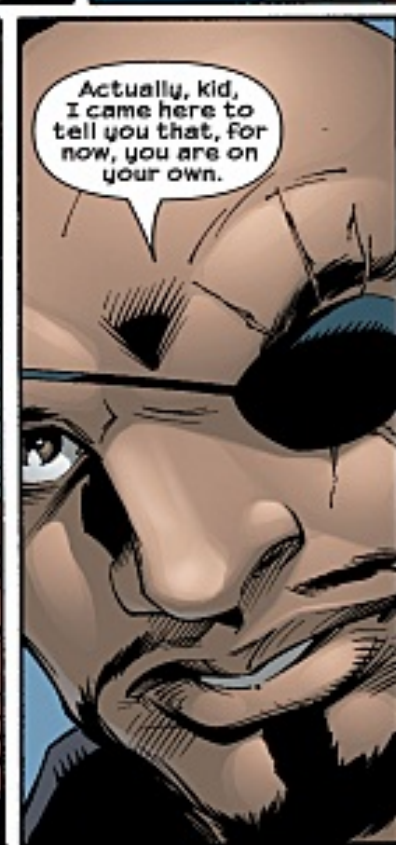
I am not here.

Agent Bradley isn't here.



It is, in fact, illegal for us to have heard his threat to you last night.

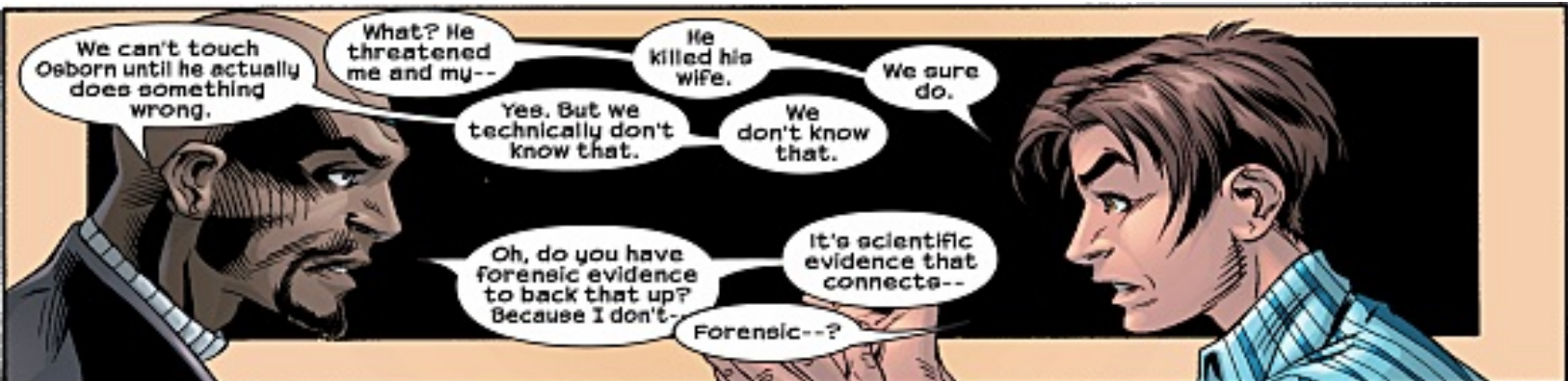
So what are you going to do to stop him?!



Actually, kid, I came here to tell you that, for now, you are on your own.



What?





And what if you're not there?



We will be there.



And what if you're not? See what I'm saying?



We will be.



You weren't here at the school that time!

You weren't there when he killed his wife!

You weren't there when he--!



The other important thing is that it is probably wise that you not tell your family or friends anything about this.

What?!

Telling them will only complicate matters.

They will what? Run to the police? The media?

What will that do? Save them from Osborn's dementia? Will it make it go away? No.



At this point telling them anything more than they already know will only put their lives in even graver danger.

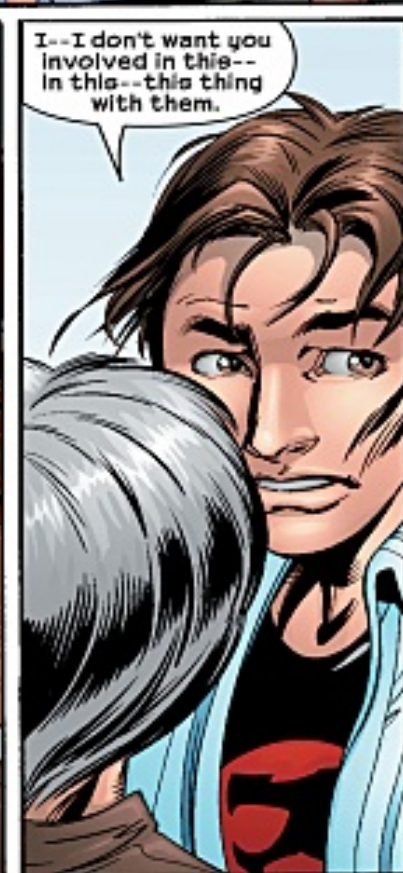
Knowledge kills.



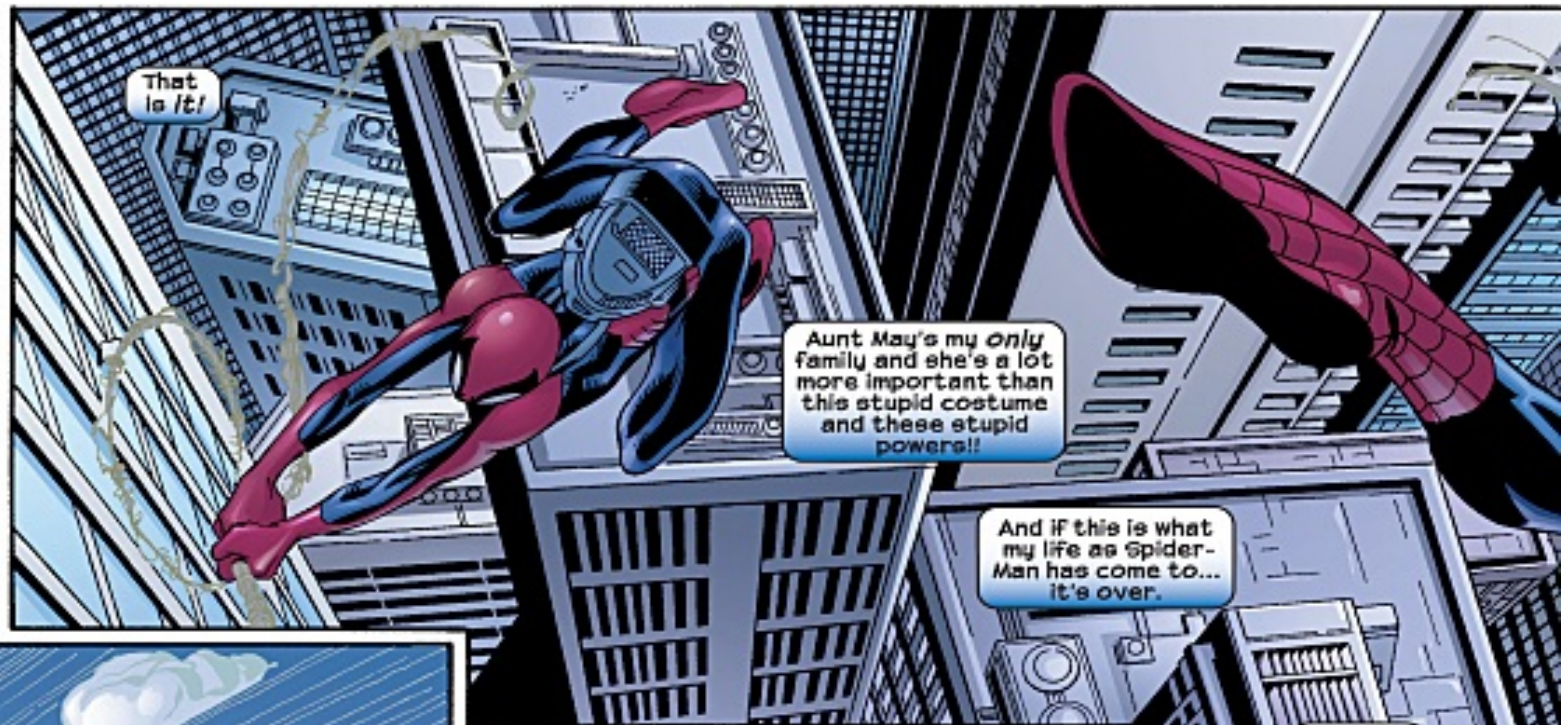












That
is it!

Aunt May's my *only*
family and she's a lot
more important than
this stupid costume
and these stupid
powers!!

And if this is what
my life as Spider-
Man has come to...
it's over.

That's it.



And screw
that Nick
Fury guy!



My Aunt's
being loaded
up into that
maniac's limo
and where
is he?

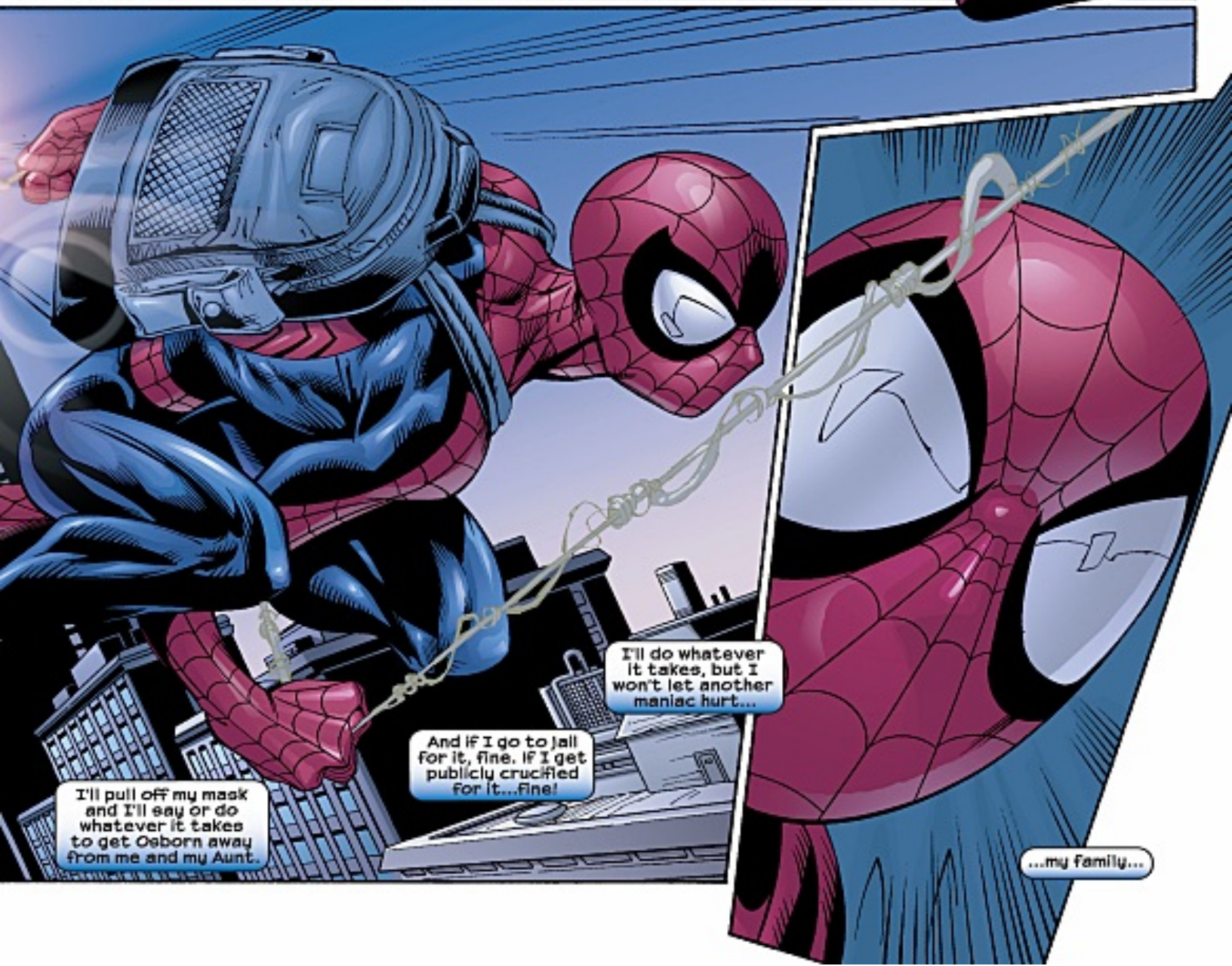
And I
don't see
him now!

I'll run to
the cops-- I'll
run to the FBI.





This is
my last
hurrah.



I'll do whatever
it takes, but I
won't let another
maniac hurt...

And if I go to jail
for it, fine. If I get
publicly crucified
for it...fine!

I'll pull off my mask
and I'll say or do
whatever it takes
to get Osborn away
from me and my Aunt.

...my family...



I thought
I told you to
throw that
costume
away.

I thought
you drowned
in the East
River.

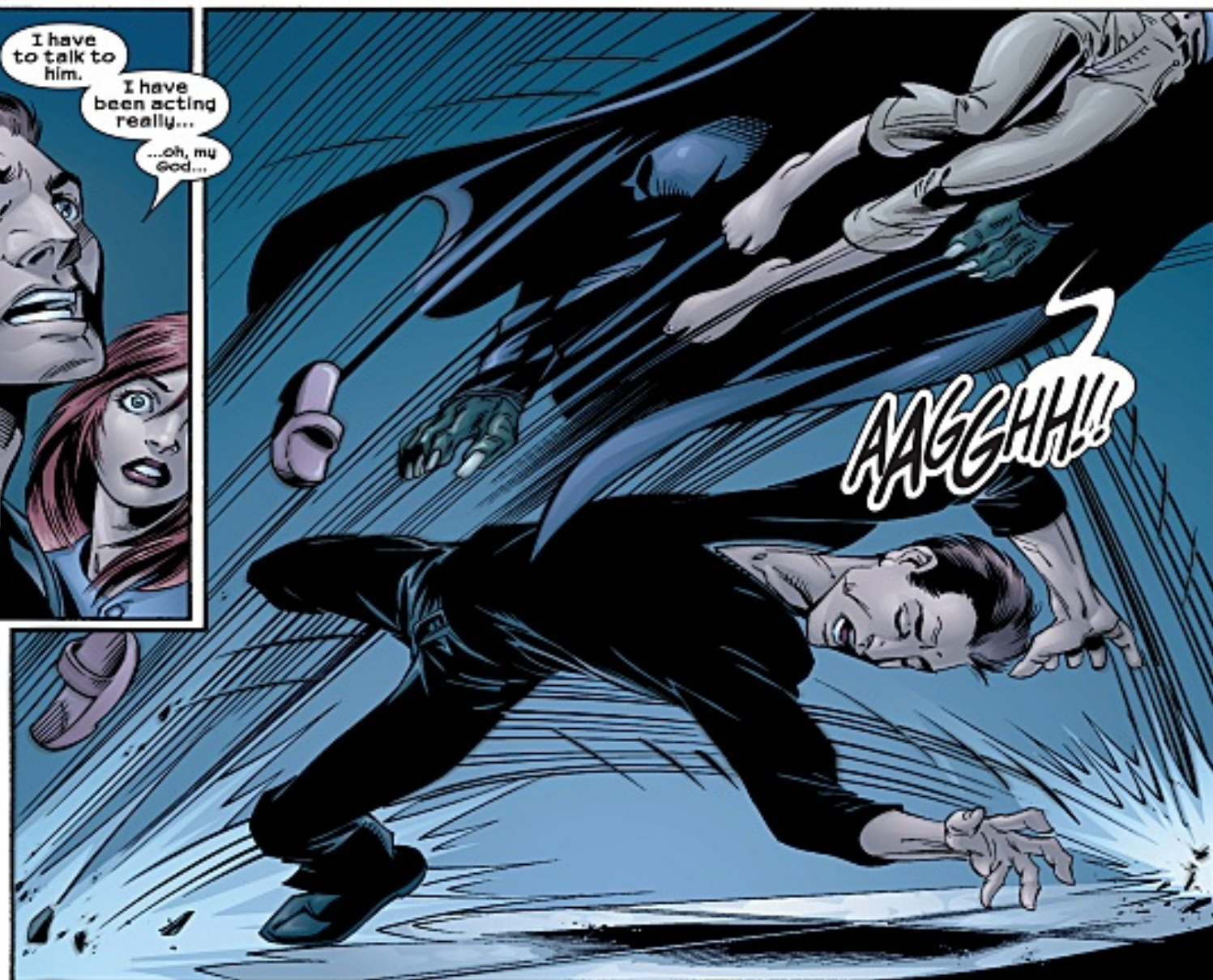
Guess we're
not as bright
as we think we
are, huh?

So I take it
you're going
to choose the
road most
bloody.











AAAAAIIIEEEEE!!

No...

To be continued...



ISSUE

25

PLASMIDS

BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM



Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn demonstrates to Peter how he can turn himself into the horrifying monster, the Green Goblin with an injection of the Oz wonder drug. Norman tells a terrified Peter that if Peter doesn't abide by his every wish, he will hurt or kill Aunt May and Mary Jane. Peter runs away scared for his life and those he loves.

P L A S M I D S



Stan Lee presents: ULTIMATE SPIDER-MAN

Brian Michael Bendis *story*

pencils Mark Bagley

Art Thibert *inks*

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

Brian Smith
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.





Twenty minutes ago...

What is your name?

Harry Osborn.

Who is your father?

Norman Osborn.

What does your father do for a living, Harry?

He is a scientist and a biochemical engineer.

Do you know what that means?

Not really. But we're rich.

Does your father love you?

I think so.

He does, Harry.

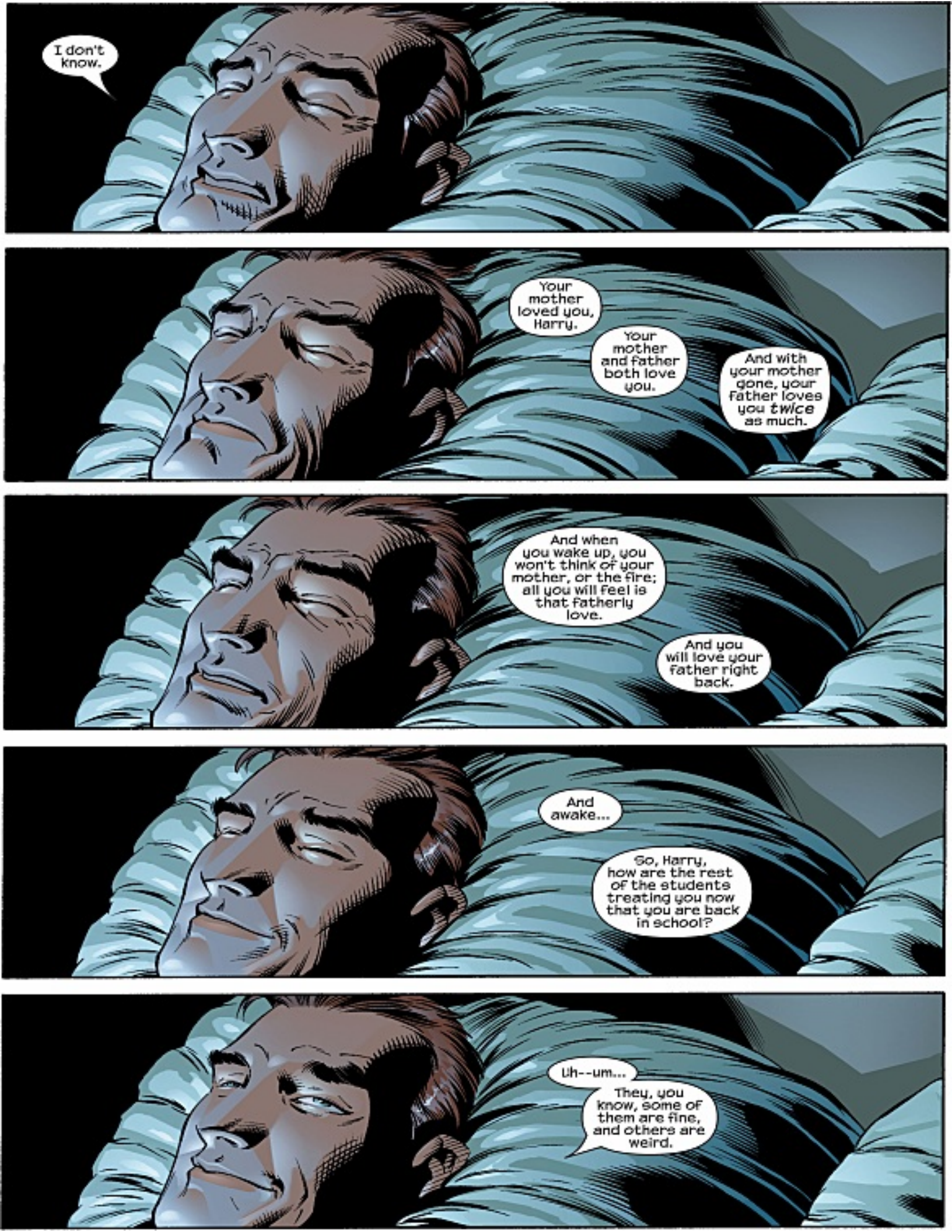
He loves you very much.

How did your mother die, Harry?

In a fire.

Did you see it happen?

Could you have saved her, Harry?



I don't know.

Your mother loved you, Harry.

Your mother and father both love you.

And with your mother gone, your father loves you twice as much.

And when you wake up, you won't think of your mother, or the fire; all you will feel is that fatherly love.

And you will love your father right back.

And awake...

So, Harry, how are the rest of the students treating you now that you are back in school?

Uh--um...

They, you know, some of them are fine, and others are weird.





Harry is doing very well, Mr. Osborn.

The suggestions are holding. He hasn't had a nightmare in two weeks.

He is settling into school very well.

His friends are of great comfort to him.



And the program words?

They're still there, but...

Did you test them?

No, I wanted to discuss...



Fine.

**BIBOOP
BIBOOP**



Excuse me, Doctor.

What's happening? Uh-huh. Uh-huh.

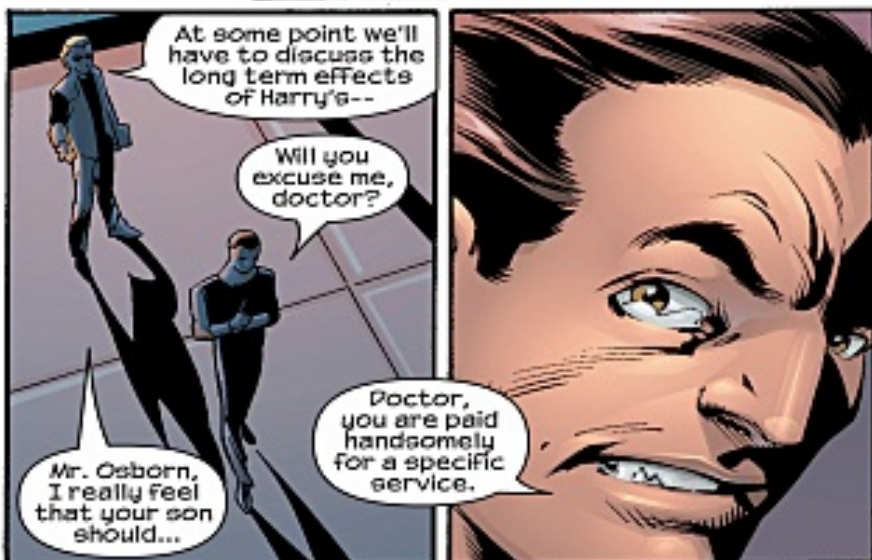
What is the Parker boy doing now?

Uh-huh.

No, just come back here without them.

Okay.

BOOP



At some point we'll have to discuss the long term effects of Harry's--

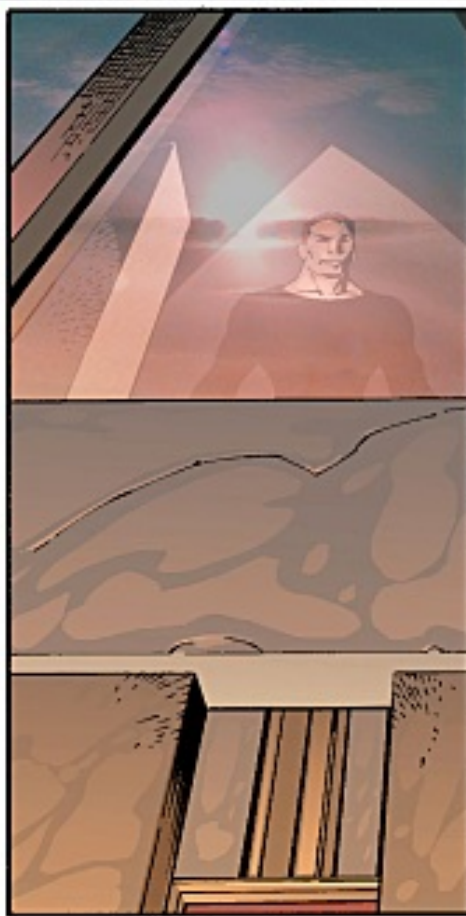
Will you excuse me, doctor?

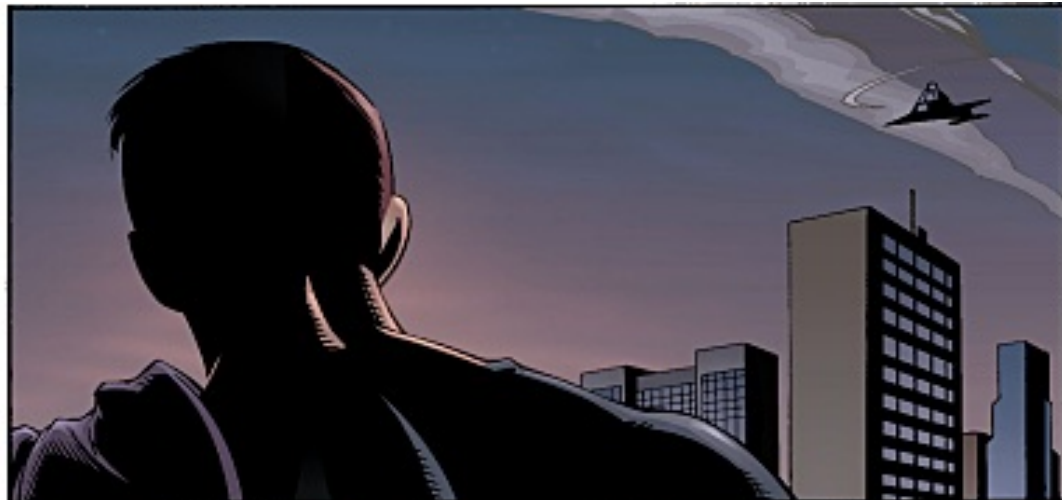
Mr. Osborn, I really feel that your son should...

Doctor, you are paid handsomely for a specific service.



Yes, sir.





Get up,
Norman.

Don't let
the clerks
see you like
this.



Temperature-
sensitive lethal
mutations define
essential
genes...



The null mutant will be inactive at all temperatures.

Get dressed.

Cellar door.



Get dressed.

My eyes are itching.

Melting rock.

A second problem may be that lysis of cells in the cultures.

Nice. Rice. Vice. Tice.



My eyes itch.

You're a god.

Cellar door.

You are death.

Replica plating on minimal medium + or - fatty acids.

Get dressed.

Chemical mutagenesis!



Fatty acid auxotrophs will not be able to grow...

Death becomes you.

He's here.

He's here.

Fire eyes.



DNA replication by DNA pol III begins at the chromosomal origin (ori) and proceeds bidirectionally.

You will do whatever I need. We share the same genetic codes. I own your genetics!!

You are a god!!

I own you!! Your responsibilities are to me!!

(i.e. by theta-replication)

Circles!!
Circles!!
Circles!!

Cellar door!

That's all I need-- a lecture in responsibility from you!

CIRCLES!!

Early studies of pigment transport in melanophores established a role for microtubules.

You will learn...

BLOOD WAR!

You will learn what responsibility means!

Let me make this clear!

I don't work with you. I won't get on your team! I won't kill for you!

CIRCLES!

And so we are perfectly clear, I'm not scared of you and if you come near my family, I will fight you till one of us isn't able to fight anymore.

It's not going to happen!

I'm serious!

Reconstitution of melanosome motility along microtubules...

I have lost more people in this life than-- than one person should!

I didn't ask for any of this. But I won't let you do this. I won't!!

Leave me alone!

Nick Fury!

So be it.

In vitro demonstrated the presence of two distinct motor activities of opposite polarity.

The same genes run through your blood as mine!

Nick Fury is coming!

You must learn your responsibilities to me.

Girl!

What are you talking about?

I don't even know you.

Girl!

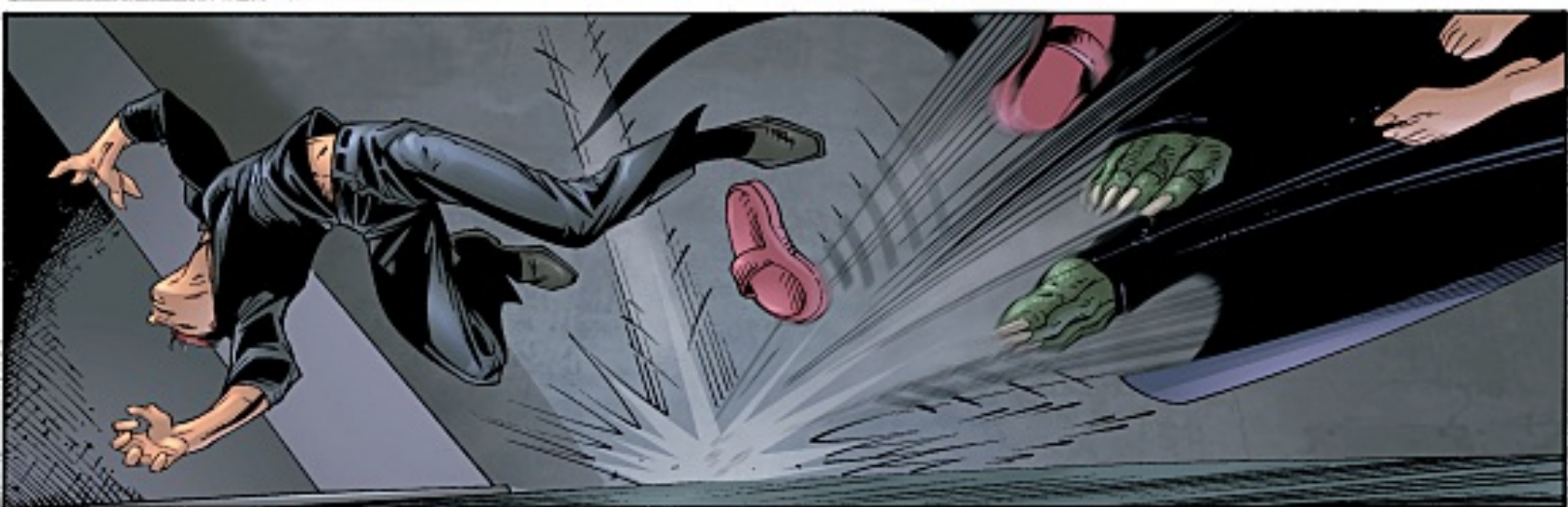
Fury!

Blood!

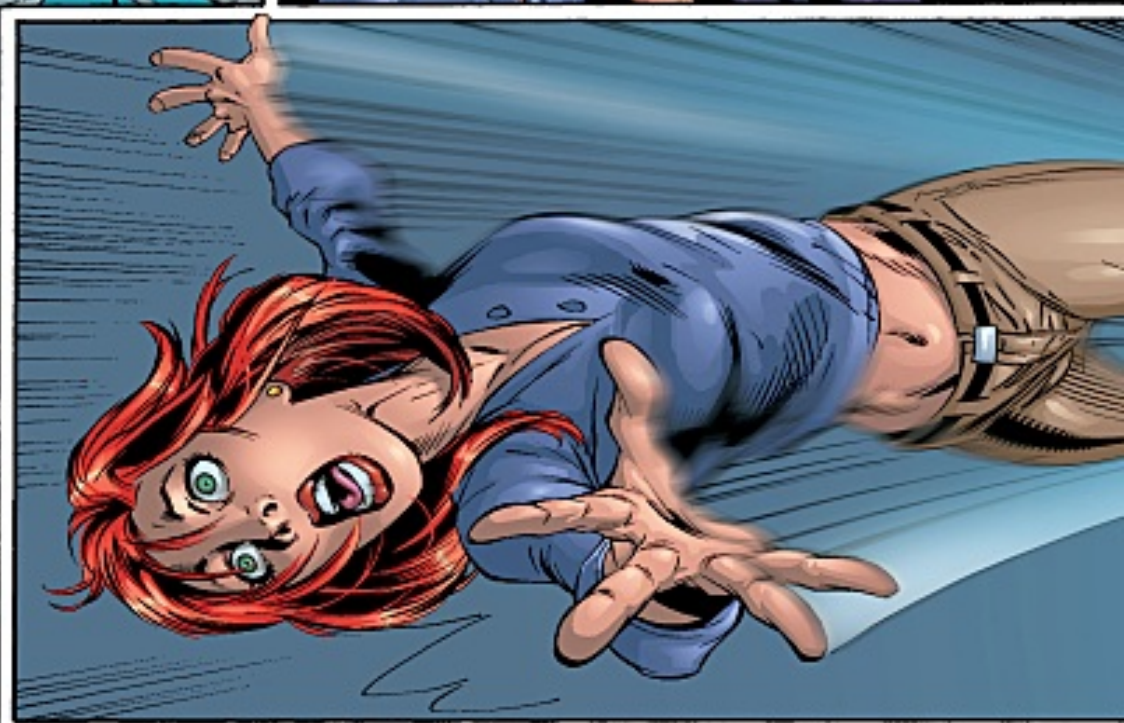
You will learn...

You will learn what responsibility means!

Blood!





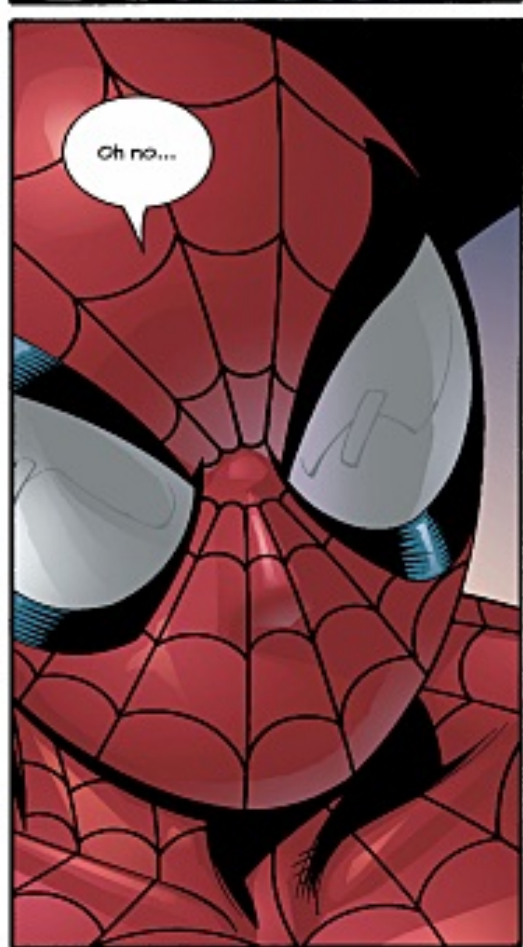














**To be
continued...**

ULTIMATE

SPIDER-MAN®

ISSUE
26

CIRCLES

BENDIS
BAGLEY
THIBERT

MARVEL



Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Nick Fury, commander of a covert government agency known as S.H.I.E.L.D. approaches Peter at school and tells him the real story of Norman Osborn and Oz. Norman's drug was a failed super soldier serum that Fury rejected and Norman has turned himself insane with repeated use of it. Fury believes he is going to blackmail Peter into killing him.

Though Peter wants nothing to do with it, Fury is proven right. The Green Goblin kidnaps MJ Watson and brings her to the site of their very first battle, the Queensboro Bridge in a twisted attempt to gain Peter's allegiance. Spider-Man confronts The Green Goblin only to have him throw a helpless MJ right off the bridge.

Spidey leaps after her, catching her limp body and landing on the bridge walkway, MJ doesn't wake up.

C I R C L E S



S t a n L e e p r e s e n t s :

ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

pencils Mark Bagley

Art Thibert **inks**

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

Brian Smith
associate editor

Ralph Macchio
editor

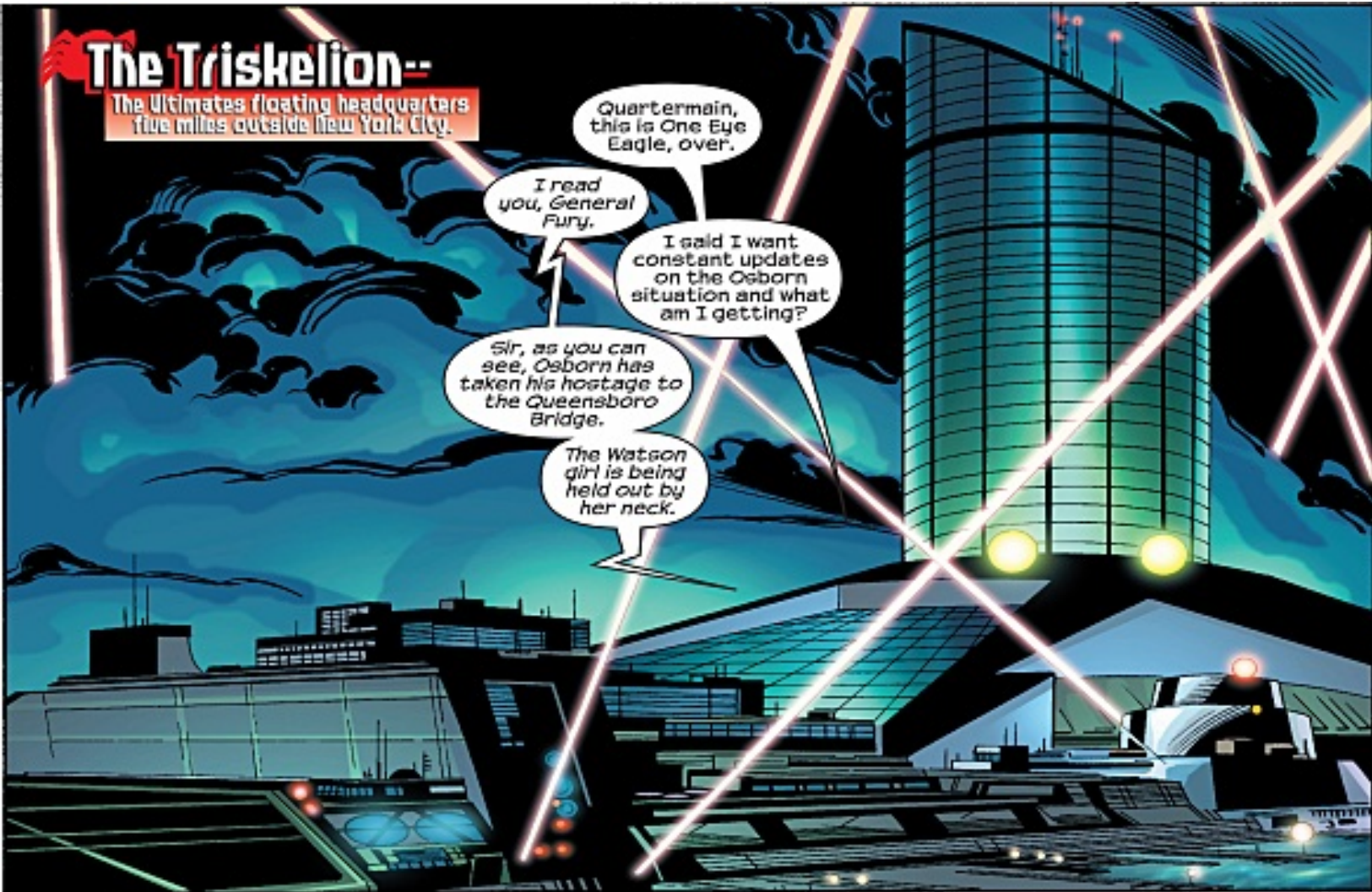
Joe Quesada
editor in chief

Bill Jemas
president & inspiration

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

The Triskelion--

The Ultimates floating headquarters
five miles outside New York City.



Quartermain,
this is One Eye
Eagle, over.

I read
you, General
Fury.

I said I want
constant updates
on the Osborn
situation and what
am I getting?

Sir, as you can
see, Osborn has
taken his hostage
to the Queensboro
Bridge.

The Watson
girl is being
held out by
her neck.



Is
she still
alive?

I
think--
yes.

What's the
Spider-Man
kid doing?

He-- it
looks like he
is pleading with
Osborn.

As you
can see,
sir, he...

Aaah!! I
can't see
#00!!!

Can you
take the
shot?



Not
without
risking the
girl.

Osborn is
holding her
out by the
head.

Your call,
General.

Wait-- oh--
oh my God!
He dropped
her!!

The scum
dropped her off
the bridge and
Spider-Man is
diving after her.

Take the
shot!!

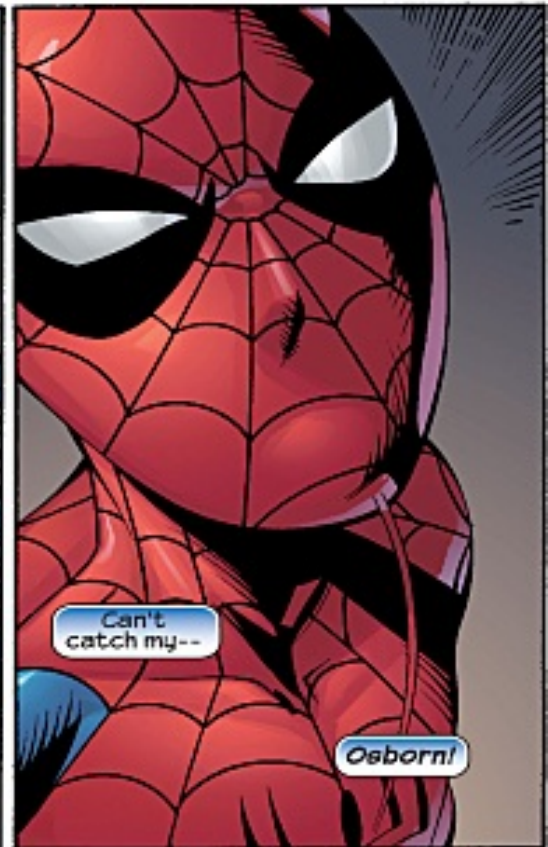


 The Queensboro Bridge...





































Light-
uh...
Ugug...





ULTIMATE

SPIDER-MAN

ISSUE

27

ILLEGAL



BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

70 YEARS OF MARVEL COMICS

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM

70 YEARS
MARVEL
COMICS

CRASH

Ugh...

Aagghh
ugh...

SPLASH

CRACKLE
AAAGGH!!

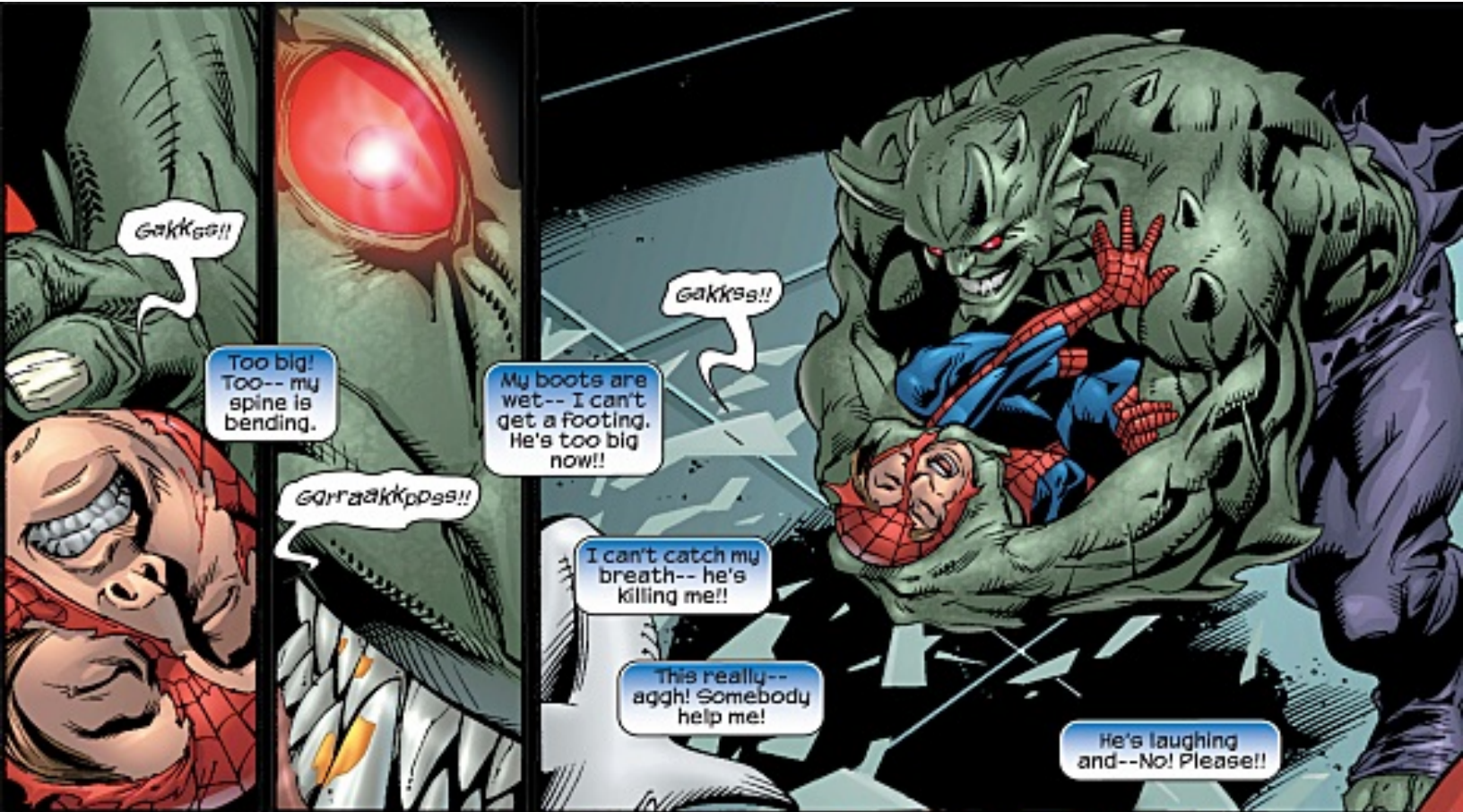
Huurrroaggh!!

Gkile!!





Dad?
I-is that you?
What did you do?
Dad!!!
Oh my God--
--P- Peter?



Gakkgg!!

Too big!
Too-- my
spine is
bending.

Ggrraakkkpss!!

My boots are
wet-- I can't
get a footing.
He's too big
now!!

Gakksa!!

I can't catch my
breath-- he's
killing me!!

This really--
aggh! Somebody
help me!

He's laughing
and--No! Please!!

Stop
laughing!

SMACK





PARKEERR!!
I tolddesh
you I will makesh
you---!!!



Hyugh....
Hugh....
Hugh....



...Dad?



Hyugh....
Hugh....
Hugh....



Agent
Quartermain,
this is Nick
Fury.

I
read you,
sir.

If you
have the shot--
take the shot,
Quartermain!

Sir, the
Osborn Kid's
in the way.
Your call...



No time
to be fancy.

Hyugh....
Hugh....
Hugh....





















You want some gum? It helps with the nausea.

No.

Back up, kid.

You saved the girl...



Woo, did the Watson girl make it back to Queens in one piece?

Okay. Pull recon out of there.

All surveillance on the Parker kid is done.

Yes, sir.

Yes, sir.



Listen...

You're young and it will be hard to explain this to you...

...but the less you tell your girlfriend about all this... the better.

I know it feels good to talk to a nice girl about all this crazy stuff you're going through...

...but every time you confide in her, you're inadvertently risking her life.

There are just some things civilians aren't meant to know.



My recommendation to you is--

--enjoy your youth.

You're too young to be this involved with the big boys.

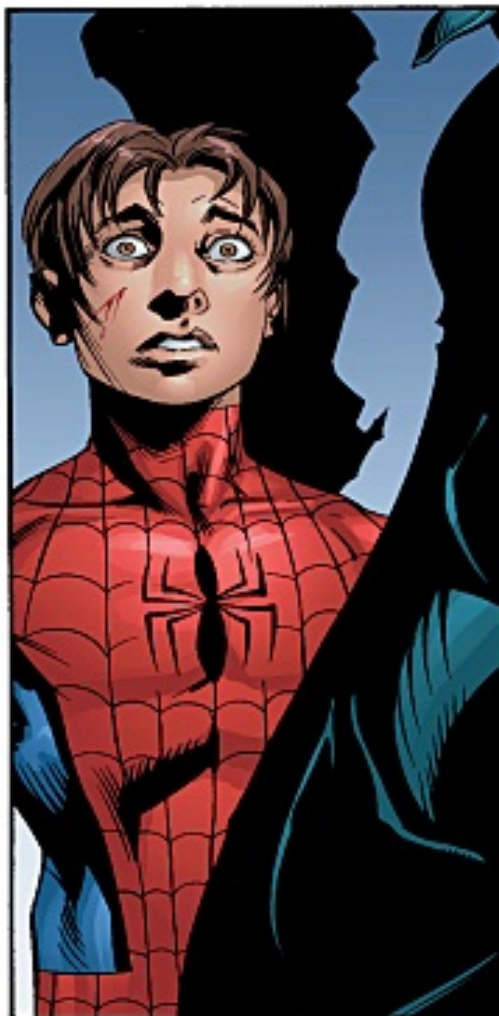


There will be plenty of time and opportunity for you here later.

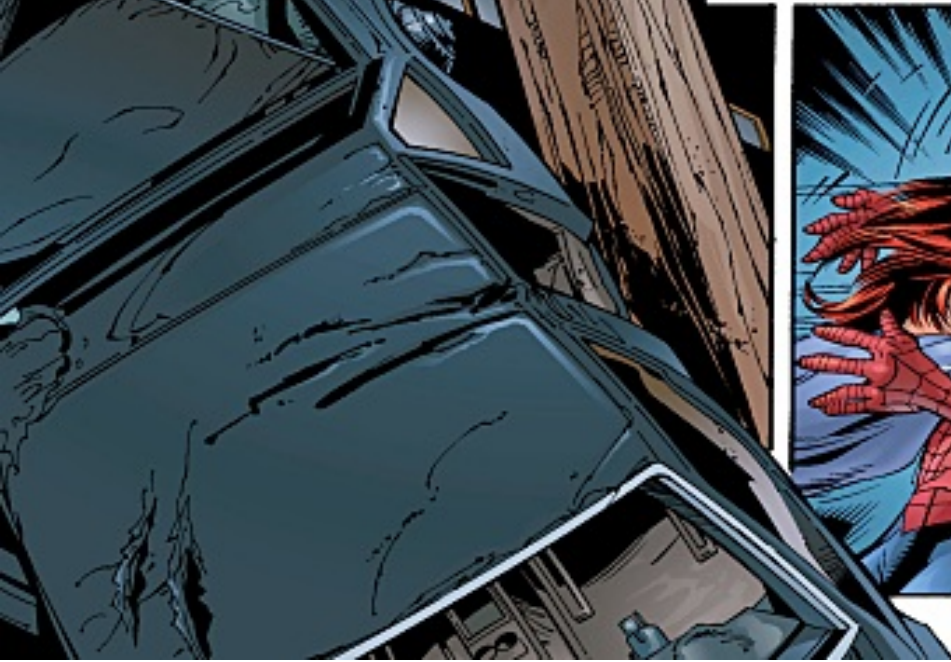


Yeah, uh, no offense...

...but it's hardly like I want any part of this "big boys" world of yours.













FOR A LISTING OF MORE MARVEL COLLECTIONS, DOWNLOAD



Go to your local comic shop to pick up these great collections!
And stay tuned to the Marvel App for more amazing collection releases.
To find a comic shop near you visit www.comicshoplocator.com